

**BY-LAWS**  
**MOUNTAIN VIEW RESIDENTS ASSOCIATION**

**ARTICLE I**

**NAME**

Section 1. This Association shall be known as the Mountain View Residents Association (Association) of Warwick Township, Bucks County, Pennsylvania.

**ARTICLE II**

**PURPOSE**

Section 1. This Association shall be a non-partisan, nonprofit civic organization, which has as its purpose the improvement of economic, governmental and social conditions in the community of Mountain View, Jamison, Pennsylvania.

**ARTICLE III**

**MEMBERSHIP**

Section 1. Membership in this Association shall be limited to persons who own or rent any property within the community known as Mountain View.

**ARTICLE IV**

**OFFICERS AND DIRECTORS**

Section 1. The affairs of the Association shall be governed by a Board of Directors consisting of the officers of the corporation and six (6) other persons, each of whom shall be a member of the Association:] Further, until the time of the first election held after incorporation the Board of Directors shall consist of the officers of the corporation and those nine (9) persons elected as directors at the meeting of the Mountain View Residents Association, an unincorporated association, held in January, 1987.

Section 2. At the first annual meeting of the members of the Association held after incorporation, officers and directors shall be elected to serve for a one (1) year term which shall expire at the next succeeding annual meeting of the corporation when a further election shall be held. Directors shall serve without compensation.

Section 3. If the office of any director shall become vacant by reason of his death, resignation, retirement, disqualification, removal from office or otherwise, the remaining directors, at a special meeting duly called for such purpose or at the next regular meeting, shall choose a successor who shall hold office until the next annual meeting of the members and his reelection or the election of a successor at such meeting. The person so elected shall serve for the unexpired term in respect to which such vacancy occurred.

Section 4. Except as provided in Section 1 of this Article, members of the Association may be nominated for election to the Board of Directors, including the offices of President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer by nomination at the regular meeting immediately preceding the next annual meeting. An election committee shall be appointed by the Board of Directors and shall be responsible for the conduct of the election. The election committee may, in its discretion, make provision for a proxy vote. Only such members whose dues are current shall be entitled to nominate and vote. At any election, each adult owner of a home in the Mountain View subdivision and each adult paying tenant who resides at a home in the Mountain View subdivision shall be entitled to one (1) vote.

Section 5. Directors may be removed with or without cause by the affirmative vote of fifty-one percent (51 %) of the membership at any annual or special meeting of owners duly called for such purpose.

Section 6. Regular meetings of the Board of Directors may be held at such time and place permitted by law as from time to time may be determined by the directors. Notice of regular meetings of the Board shall be given to each director personally by telephone, telegram, personal message or United States mail, with postage prepaid, directed to him or her at his or her last known post office address as the same appears on the records of the Association at least five (5) days before the date appointed for such meeting. Such meeting shall state the date, time and place of such meeting and the purpose thereof.

Section 7. Special meetings of the Board of Directors may be called by the President of the Association on three (3) days' written notice to each director given in the same manner as provided in Section 6 of this Article. Special meetings of the Board shall be called by the President or the Secretary in like manner upon the written request of any two (2) directors.

Section 8. Before any meeting of the Board of Directors, whether regular or special, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall likewise constitute a waiver by him or her of such notice. If all directors are present at any meeting of the Board, no notice of such meeting shall be required and any business may be transacted at such meeting except as prohibited by law or these By-Laws.

Section 9. Any action by the Board of Directors may be taken without a meeting if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board.

Section 10. At all duly convened meetings of the Board of Directors, the majority of the directors shall constitute a quorum for the transaction of business, except as otherwise expressly provided in these By-Laws or by law, and the acts of the majority of the directors present at such meeting at which a quorum is present, shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, the director or directors present may adjourn the meeting from time to time and such adjourned meeting at which a quorum is present any business that might have been transacted at the meeting originally called may be transacted without further notice to any director.

Section 11. The Board of Directors shall have and exercise all lawful powers and duties necessary for the proper conduct in the administration of the affairs of the Association and may do or cause to be done all such other lawful acts and things as are not by law, by these By-Laws or otherwise, directed or required to be done or exercised by the members of the Association or by others. In the performance of its duties as the administering body of the Association the Board of Directors shall have powers and duties including but not limited to, the following:

(a) To employ and dismiss such employees and to purchase or arrange for such services, machinery, equipment, tools, materials and supplies as in the opinion of the Board of Directors may from time to time be necessary for the proper operation of the activities of the Association.

(b) To employ or retain such counsel and consultants as may be deemed necessary by the Board for any proper purposes of the Association and to fix their compensation for professional advice or services.

(c) To cause such operating accounts, and escrow and other accounts, if any, to be established and opened as the Board of Directors may deem appropriate from time to time as may be consistent with generally accepted accounting practices.

(d) To maintain accounting records in accordance with generally accepted accounting principles.

(e) To cause a complete audit of the books and accounts of the Association to be made by a competent independent public accountant at any time as may be deemed necessary by the Board of Directors.

(f) To make and enforce compliance with such reasonable rules and regulations relative to the activities of the Association.

(g) To purchase land in the name of the Association if at any time in the future it deems it to be proper and consistent with the purposes of the Association to do so, provided that sixty-six and two-thirds percent (66 2/3%) of the members approve such acquisition.

(h) To borrow and repay monies, giving notes or other security upon such terms as is deemed necessary provided that said borrowings shall not exceed FIVE THOUSAND DOLLARS (\$5,000.00); otherwise the approval of sixty-six and two-thirds percent (66 2/3%) of the membership shall be required.

#### Section 12.

President. The President shall be the executive head of the Association. He/she will exercise all of the powers and perform the duties usually performed and pertaining to the office, except as otherwise provided for herein. He/she will preside at all meetings of the Association. He/she will establish all committees and will be a member thereof ex officio. The President shall be elected by the members of the Association at the annual meeting and not by the Board of Directors.

#### Section 13.

Vice President and Parliamentarian. The Vice President shall assume all of the powers and duties of the President in the latter's absence or disability and shall perform such other functions as the President and the Board of Directors may from time to time direct. The Vice President will be considered final authority on all matters relating to parliamentary procedures. He/she will have the right to the floor at his/her request at any and all meetings. The Vice President Parliamentarian shall be elected by the members at the annual meeting and not by the Board of Directors.

#### Section 14.

Recording Secretary. The Recording Secretary will attend to the taking of careful and complete Minutes of the meetings of the Association and of the Board of Directors. He/she will perform other duties as the President may direct. The Recording Secretary shall be elected by the members of the Association at the annual meeting and not by the Board of Directors.

#### Section 15

Corresponding Secretary. The Corresponding Secretary will be the custodian of all of the records of the Association except those maintained by the Recording Secretary, Treasurer and the Membership Chairman although he/she will keep an accurate roll of membership at all times. All correspondence of the Association will be handled by this officer. The Corresponding Secretary shall be

elected by the members of the Association at the annual meeting and not by the Board of Directors.

#### Section 16.

Treasurer. The Treasurer will be the custodian of all of the funds belonging to the Association and he/she will disburse the funds by check, countersigned by the President or the Vice President. He/she will collect the dues of the members and authorize the Corresponding Secretary to issue a receipt in the form of a membership card. The funds of the Association will be kept on deposit in Bucks County banking institution. He/she will keep an accurate record of the accounts which will be opened at all times to the inspection of the members. He/she will make reports at each meeting or as directed. He/she will submit at the annual meeting a written report of the administration of this office for the past year, subject to audit by the Board of Directors. The Treasurer shall be elected by the members of the Association at the annual meeting and not by the Board of Directors.

#### Section 17

Compensation. The officers and directors of the Association shall serve without compensation except that they shall be entitled to reimbursement for all expenses reasonably incurred in the discharge of their duties.

### **ARTICLE V**

#### **AMENDMENTS**

Section 1. Amendments to the By-Laws may be made at any regular or special meeting.

Section 2. The proposed amendment will be submitted in writing to the Corresponding Secretary at least twenty-five (25) days before such meeting by at least ten (10) members in good standing.

Section 3. Written notice of such proposed amendment will be furnished to all members in good standing at least fifteen (15) days before such meeting.

Section 4. An amendment must be passed by a two-thirds(2/3) vote on written ballot of all members in good standing at such meeting; if passed, it will become effective at once unless otherwise stipulated by the amendment.

Section 5. Amendments proposed for adoption at any such meeting must be acted upon at that meeting and may not be tabled.

## **ARTICLE VI**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. The Association shall indemnify every director and officer, his heirs, executors and administrators, against all loss, costs and expenses, including counsel fees, reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of he or she being or having been a director or officer of the Association, except as to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his or her duty as such director or officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such director or officer may be entitled. All liability, loss, damage, cost and expense incurred or suffered by the Association by reason or arising out of or in connection with the foregoing indemnification provisions, shall be treated by the Association as common expenses; provided, however, that nothing in this Article contained shall be deemed to obligate the Association or any member thereof to indemnify any owner of a dwelling unit, who is or has been a director or officer of the Association with respect to any duties or obligations assumed or liabilities incurred by him or her under and by virtue of his or her membership in the Association or as an owner of a dwelling unit. In order to fund the indemnification provisions of this Article, the Board of Directors is authorized to purchase appropriate officers and directors liability insurance. Nothing in this Article shall be deemed to imply that members of the Association shall be personally liable for any such indemnification nor may any special assessment be made against members of the Association to fund such indemnification.

## **ARTICLE VII**

### **MEETINGS**

#### Section 1.

Regular Meetings of the Board of Directors. The Board of Directors of the Association shall meet on the second Thursday of each of month at 7:30 p.m. except July and August. The places of the meeting shall be determined and announced by the Board of Directors at least one (1) week prior to such meeting.

#### Section 2.

Annual Meetings and General Meeting of the Membership. The annual meeting of the membership shall be held in January of each year. Written notice of this meeting will be sent at least one (1) week before said meeting to all

members in good standing as or the date of giving of such notice. In addition, the Association will have at least two {2} general meetings of membership per year, preferable in the Spring and Fall, with similar notice to be given to the membership under the same- terms and conditions as the notice of the -annual meeting.

### Section 3.

Special Meetings. A special meeting of the membership may be called at the request of at least ten percent (10%) of the members in good standing in writing submitted to the Board of Directors. The request must be limited to this purpose and to no other. The Corresponding Secretary will give notice of such meeting at least one (1) week prior to the meeting. The Board of Directors may call a special meeting of the membership upon approval of the majority of the directors attending a regular or special Board of Directors meeting.

## **ARTICLE VIII**

### **DUES AND VOTING**

Section 1. Initial dues for membership in the Association shall be TWENTY DOLLARS (\$20.00) per lot per calendar year. Thereafter, dues for membership in the Association shall be as fixed by the Board of Directors.

Section 2. Current payment of dues shall be an absolute prerequisite to entitlement to cast votes at any meetings of the membership.

## **ARTICLE IX**

### **STANDING COMMITTEES**

Section 1. There will be the following standing committees, the membership of which shall be appointed by the Board of Directors : (1) Health, Safety, and Recreation; (2) Membership; (3) Public Relations and Publicity; and (4) Election.

## **ARTICLE X**

### **QUORUM**

Section 1. A quorum shall consist of at least fifteen (15) members at any meeting of the Association.

## **ARTICLE XI**

### **MISCELLANEOUS**

Section 1. The Board of Directors may authorize any office or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. The rules contained in Robert's Rules of Order revised, shall govern all members' meetings and directors' meetings of the Association, except in instances of conflict between said Rules of Order and the Articles or By-Laws of the Association or provisions of law. The regular order of business at all regular meetings will be as follows:

- (a) Reading of the Minutes.
- (b) Reports of officers.
- (c) Reports of standing committees.
- (d) Reports of special committees.
- (e) Election of officers at annual and special meetings.
- (f) Voting of proposed amendments.
- (g) Old business
- (h) New business
- (i) Adjournment

The procedure for placing business on the floor shall be by motion and second, only one (1) motion shall be on the floor at a time and there shall be no substitute motions or amendments without the approval of the offer or. A non-debatable motion shall be adjournment, recess, division of assembly, table, nomination closed, opened or reopened, privilege, question or raised, taking up question out of order, motions relating to voting and previous question.